

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LivanoVA PLC

(Exact name of Registrant as specified in its charter)

England and Wales
(State or other jurisdiction of incorporation or organization)

98-1268150
(I.R.S. Employer Identification Number)

20 Eastbourne Terrace
London, United Kingdom
(Address of Principal Executive Offices)

W2 6LG
(Zip Code)

Amended and Restated LivanoVA PLC 2022 Incentive Award Plan
LivanoVA PLC 2015 Incentive Award Plan
(Full title of the plan)

Company Secretariat
LivanoVA Plc
c/o
LivanoVA USA, Inc.
100 Cyberonics Blvd.
Houston, Texas 77058
United States
(Name and Address of agent of service)

(281) 228-7200
(Telephone number, including area code, of agent of service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act of 1933 (the "Securities Act").

EXPLANATORY NOTE

This registration statement on Form S-8 (the "Registration Statement") is being filed in order to register an additional (i) 1,200,000 ordinary shares, par value £1.00 per share (the "Ordinary Shares"), of LivaNova PLC (the "Registrant") that may be issued under the Registrant's Amended and Restated LivaNova PLC 2022 Incentive Award Plan (the "A&R 2022 Plan"), (ii) 1,200,000 Ordinary Shares that may become available for issuance under the A&R 2022 Plan as a result of outstanding awards under the A&R 2022 Plan being (a) forfeited, lapsed, or expired, (b) converted to shares of another company in connection with a takeover, sale, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination, exchange of shares or other similar event, (c) settled for cash (in whole or in part) or (d) repurchased by the Registrant and (iii) 100,000 Ordinary Shares that may be issued under the Registrant's LivaNova PLC 2015 Incentive Award Plan, as amended (the "2015 Plan").

The Ordinary Shares are securities of the same class as those securities registered on the Registrant's registration statements on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on [July 26, 2023](#) (Registration No. 333-273450), [June 13, 2022](#) (Registration No. 333-265563) and [October 19, 2015](#) (Registration No. 333-207478) which are hereby incorporated by reference, except to the extent supplemented, amended or superseded by information set forth in this Registration Statement, consistent with General Instruction E to Form S-8.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

The following documents filed by the Registrant with the Commission are incorporated into this Registration Statement by reference:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on [February 29, 2024](#) (including the information specifically incorporated by reference therein from the Registrant's definitive proxy statement on Schedule 14A, filed with the Commission on [April 26, 2024](#));
- (b) the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024, filed with the Commission on [May 3, 2024](#);
- (c) the Registrant's Current Reports on Form 8-K filed with the Commission on [January 8, 2024](#), [February 5, 2024](#), [March 8, 2024](#) and [June 12, 2024](#); and
- (d) the description of the Registrant's securities contained in [Exhibit 4.1](#) of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement

contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference in this Registration Statement.

Item 8.

Exhibits.

The exhibits to this Registration Statement are described below.

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	<u>Amended Articles of Association of LivaNova PLC, effective as from June 29, 2020 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed on July 29, 2020 (File No. 001-37599))</u>
5.1	<u>Opinion of Cleary Gottlieb Steen & Hamilton LLP</u>
10.1	<u>Amended and Restated LivaNova PLC 2022 Incentive Award Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on June 16, 2023 (File No. 001-37599))</u>
10.2	<u>Amendment No. 1 to the Amended and Restated LivaNova PLC 2022 Incentive Award Plan, dated April 17, 2024 (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on June 12, 2024 (Commission File No. 001-37599))</u>
10.3	<u>2015 Incentive Award Plan and related Sub-Plan for UK Participants, adopted on October 16, 2015 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K12B, filed on October 19, 2015 (File No. 001-37599))</u>
10.4	<u>Amendment to the LivaNova Plc 2015 Incentive Award Plan, dated 13 June 2022 (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q, filed on August 3, 2022 (File No. 001-37599))</u>
10.5	<u>Amendment No. 2 to the LivaNova PLC 2015 Incentive Award Plan, dated April 17, 2024 (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on June 12, 2024 (Commission File No. 001-37599))</u>
23.1	<u>Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1)</u>
23.2	<u>Consent of PricewaterhouseCoopers LLP</u>
24.1	<u>Power of Attorney (included on the signature page hereto)</u>
107	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, United Kingdom, on June 12, 2024.

LivaNova PLC

By:

/s/ Vladimir Makatsaria
Vladimir Makatsaria
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael Hutchinson and Sarah Mohr as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, increasing the number of securities for which registration is sought), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact, proxy, and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Vladimir Makatsaria</u> Vladimir Makatsaria	Director and Chief Executive Officer (Principal Executive Officer)	June 12, 2024
<u>/s/ Alex Shvartsburg</u> Alex Shvartsburg	Chief Financial Officer (Principal Accounting and Financial Officer)	June 12, 2024
<u>/s/ William A. Kozy</u> William A. Kozy	Chair of the Board of Directors	June 12, 2024
<u>/s/ J. Christopher Barry</u> J. Christopher Barry	Director	June 12, 2024
<u>/s/ Francesco Bianchi</u> Francesco Bianchi	Director	June 12, 2024
<u>/s/ Stacy Enxing Seng</u> Stacy Enxing Seng	Director	June 12, 2024
<u>/s/ Sharon O'Kane</u> Sharon O'Kane	Director	June 12, 2024
<u>/s/ Todd C. Schermerhorn</u> Todd C. Schermerhorn	Director	June 12, 2024
<u>/s/ Brooke Story</u> Brooke Story	Director	June 12, 2024
<u>/s/ Peter Wilver</u> Peter Wilver	Director	June 12, 2024
<u>/s/ Lindsey R. Little</u> Lindsey R. Little	Authorized Representative in the United States	June 12, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)

LivaNova PLC
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, £1.00 par value	Other ⁽²⁾	2,400,000 ⁽³⁾	\$54.16 ⁽²⁾	\$129,984,000	\$147.60 per \$1,000,000	\$19,185.64
Equity	Ordinary Shares, £1.00 par value	Other ⁽²⁾	100,000 ⁽⁴⁾	\$54.16 ⁽²⁾	\$5,416,000	\$147.60 per \$1,000,000	\$799.40
Total Offering Amounts					\$135,400,000		\$19,985.04
Total Fee Offsets							\$ —
Net Fee Due							\$19,985.04

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the Registration Statement covers an indeterminable number of additional ordinary shares par value £1.00 per share of LivaNova PLC (the “Ordinary Shares”) that may be offered and issued under the Amended and Restated LivaNova PLC 2022 Incentive Award Plan (the “A&R 2022 Plan”) and the LivaNova PLC 2015 Incentive Award Plan, as amended (the “2015 Plan”), to prevent dilution resulting from stock splits, stock distributions or similar transactions.
- (2) Calculated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act based on a price of \$54.16 per Ordinary Share, which is the average of the high and low price per Ordinary Share as reported by the Nasdaq Global Select Market on June 7, 2024.
- (3) Represents Ordinary Shares being registered pursuant to the A&R 2022 Plan.
- (4) Represents Ordinary Shares being registered pursuant to the 2015 Plan.

CLEARY GOTTlieb STEEN & HAMILTON LLP

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EUROPE & MIDDLE EAST
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FRANKFURT
LONDON
MILAN
PARIS
ROME

12 June 2024

LivaNova PLC
20 Eastbourne Terrace
London
W2 6LG

Re: LivaNova PLC – Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special English counsel to LivaNova PLC (the “Company”), a public limited company incorporated under the laws of England and Wales, in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), of a registration statement on Form S-8 (such registration statement, including the documents incorporated by reference therein, the “Registration Statement”) for the registration of an additional: (i) 1,200,000 ordinary shares with a nominal value of £1 each which may be issued or transferred under the Amended and Restated LivaNova PLC 2022 Incentive Award Plan (the “A&R 2022 Plan”); (ii) 1,200,000 ordinary shares with a nominal value of £1 each that may become available for issuance under the A&R 2022 Plan, as a result of outstanding awards under the A&R 2022 Plan being either (a) forfeited, lapsed, or expired, (b) converted to shares of another company in connection with a takeover, sale, recapitalisation, reorganisation, merger, consolidation, split-up, spin-off, combination, exchange of shares or other similar event, (c) settled for cash (in whole or in part), or (d) repurchased by the Company; and (iii) 100,000 ordinary shares with a nominal value of £1 each that may be issued under the LivaNova 2015 Incentive Award Plan, as amended (the “2015 Plan”) ((i), (ii) and (iii), together, being the “Ordinary Shares”).

In connection with the Registration Statement, we have been asked to provide an opinion on certain matters as set out below. We have taken instruction in this regard solely from the Company.

We understand that the Ordinary Shares are not and are not intended to be admitted to trading on any market or exchange, or otherwise listed, in the United Kingdom.

In arriving at the opinions expressed below, we have reviewed the following documents:

- (a) the Registration Statement; and
- (b) a certificate dated 12 June 2024 signed by an authorised signatory of the Company (the “**Company’s Certificate**”) relating to certain factual matters and having annexed thereto and certified as true, complete and up-to-date copies of the following documents:
 - (i) the current articles of association of the Company adopted with effect from 29 June 2020 (the “**Articles**”);
 - (ii) the resolutions passed by the Company’s Board of Directors (the “**Board**”) 17 April 2024 (the “**Board Resolutions**”); and
 - (iii) the ordinary resolutions passed by the shareholders of the Company at the Company’s annual general meeting held on 11 June 2024 (the “**2024 AGM**”) approving Amendment No. 1 to the A&R 2022 Plan and Amendment No. 2 to the 2015 Plan (the “**Shareholders’ Resolutions**”).

In addition, we have reviewed the originals, or copies certified or otherwise identified to our satisfaction, of all such other documents, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

In rendering the opinions expressed below we have assumed and not verified:

- (a) the genuineness of all signatures, stamps and seals, the authenticity and completeness of all documents supplied to us and the conformity to the originals of all documents supplied to us as photocopies, facsimile or electronic copies;
- (b) that, where a document has been examined by us in draft, specimen or certificated form, it has been or will be executed in the form of that draft, specimen or certificate;
- (c) the accuracy as to factual matters of each document we have reviewed, including, without limitation, the accuracy and completeness of all statements in the Company’s Certificate;
- (d) that the Company has fully complied with its obligations under all applicable anti-terrorism, anti-money laundering, sanctions and human rights legislation, and that each allotment and issue of Ordinary Shares in the manner contemplated in the Registration Statement will be compliant with such laws;
- (e) that no document has been entered into by any of the parties thereto in connection with any money laundering or any other unlawful activity;
- (f) that all consents, approvals, notices, filings and registrations which are necessary under any applicable laws or regulations (other than laws or regulations of England and Wales) in order to permit the allotment and

issue of any Ordinary Shares in the manner contemplated in the Registration Statement have been or will be duly made or obtained;

- (g) that there are no provisions of the laws of any jurisdiction outside England and Wales that would have any implication for the opinions we express and that, insofar as the laws of any jurisdiction outside England and Wales may be relevant to this opinion letter, such laws have been and will be complied with;
- (h) that the Company has complied with all applicable provisions of the Financial Services Act 2012 and the Financial Services and Markets Act 2000, as amended (the “FSMA”) and any applicable secondary legislation made under any of the foregoing with respect to anything done by the Company in relation to the Ordinary Shares from or otherwise involving the United Kingdom (including Sections 19 (carrying on a regulated activity), 21 (financial promotion), and 85 (public offers) of FSMA);
- (i) that at the time the Board allots any Ordinary Shares, or grants any rights to subscribe for or to convert any security into Ordinary Shares in connection with the 2015 Plan, it: (i) will be authorised to do so for the purposes of section 551 of the Companies Act 2006 (the “Companies Act”) pursuant to an ordinary resolution validly passed by the Company’s shareholders or the Company’s articles of association in force at that time; and (ii) as may be required, will have the power to do so free of the restrictions in section 561 of the Companies Act pursuant to a special resolution validly passed by the Company’s shareholders or the Company’s articles of association in force at that time for the purposes of sections 570 or 571 of the Companies Act, and in each case where relevant such resolutions and authorities will remain in full force and effect and not having expired, been rescinded or amended;
- (j) that at the time of each allotment and issue of any Ordinary Shares, the Company shall have received in full consideration equal to the subscription price or other consideration for such Ordinary Shares and shall have entered the holder or holders thereof in the register of members of the Company showing that all such Ordinary Shares shall have been fully paid up as to their nominal value and any premium thereon as at each allotment date;
- (k) that at the time of each issue of any Ordinary Share, the issue price or other consideration for such issue is not less than the nominal value, if any, of the Ordinary Share;
- (l) that the meeting of the Board held on 17 April 2024 at which the Board Resolutions were passed was duly convened and held and such resolutions are a true record of the proceedings at such meeting and are valid, in full force and effect and have not been amended, revoked or superseded;

- (m) that the 2024 AGM at which the Shareholders' Resolutions were passed was duly convened and held and the Shareholders' Resolutions were duly and validly passed at the 2024 AGM, are in full force and effect and have not been amended, revoked or superseded;
- (n) that each director of the Company has disclosed any interest which he or she may have in the transactions contemplated by the Board Resolutions in accordance with the provisions of the Companies Act and the Articles, and that none of the relevant directors of the Company have any interest in such transactions except to the extent permitted by the Articles; and
- (o) that the directors consider in good faith that the actions to be carried out pursuant to the Board Resolutions by the Company will promote the success of the Company for the benefit of its members as a whole.

Based on the foregoing, and subject to the further qualifications and limitations set forth below, it is our opinion that the Ordinary Shares, when issued in accordance with all necessary corporate action of the Company, the provisions of the Company's articles of association in force at that time and the A&R 2022 Plan or the 2015 Plan (as applicable), and subject to receipt by the Company of the aggregate issue price or other consideration in respect of such Ordinary Shares, will be validly issued, fully paid and non-assessable (for the purposes of this opinion, "non-assessable" means that no further contributions in respect of the Ordinary Shares will be required to be made to the Company by the holders thereof, by reason solely of their being such holders).

The opinion set out above is limited to the laws of England and Wales in force as at the date of this opinion letter (taking into account the effect of the Agreement on the withdrawal of the United Kingdom of Great Britain and Northern Ireland from the European Union and the European Atomic Energy Community and the European Union (Withdrawal) Act 2018) (as amended from time to time, including by the European Union (Withdrawal Agreement) Act 2020 and the Retained EU Law (Revocation and Reform) Act 2023), as currently applied by the courts in England and Wales, and are given on the basis that this opinion letter and any non-contractual obligations arising out of or in connection with it will be governed by and construed in accordance with English law.

We hereby consent to the use of this opinion as a part Exhibit 5.1 of the Registration Statement as counsel for the Company who have passed on the validity of the Ordinary Shares being registered by the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

The opinion expressed herein is rendered on and as of the date hereof, and we assume no obligation to advise you or any other person, or to make any investigations, as to any legal developments or factual matters arising subsequent to the date hereof that might affect the opinions expressed herein.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of LivaNova PLC of our report dated February 29, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in LivaNova PLC's Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Houston, Texas
June 12, 2024
